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If you have sold or transferred all your shares in **Hong Wei (Asia) Holdings Company Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

**HONG WEI (ASIA) HOLDINGS COMPANY LIMITED****鴻偉(亞洲)控股有限公司***(Incorporated in Hong Kong with limited liability)***(Stock code: 8191)****GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) to be held at Unit 603, 6/F., Admiralty Centre, Tower 1, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 14 June 2024 at 11:00 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company’s share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 11:00 a.m. on Wednesday, 12 June 2024), or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment in person if you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.hongweiasia.com.

10 May 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit 603, 6/F., Admiralty Centre, Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 14 June 2024 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-4 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Hong Wei (Asia) Holdings Company Limited (鴻偉(亞洲)控股有限公司), a company incorporated in Hong Kong with limited liability on 28 May 2012
“Controlling Shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as amended from time to time)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate authorizing the Directors to allot, issue and deal with the Shares of the Company not exceeding 20% of the total number of issued Shares as at 30 June 2022, being the date on which such issue mandate was granted by Shareholders, plus the aggregate number of Shares repurchased by the Company under the Repurchase Mandate (if any)
“Latest Practicable Date”	3 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Mr. Wong”	Mr. Wong Cheung Lok, the chairman of the Board, an executive Director, chief executive officer and a Controlling Shareholder of the Company, and also the spouse of Mrs. Wong
“Mrs. Wong”	Ms. Cheung Ngar Kwan, the spouse of Mr. Wong
“PRC”	the People’s Republic of China
“Proposed Extension Mandate”	to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
“Proposed Issue Mandate”	a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 4(A) of the notice of AGM as set out in pages AGM-1 to AGM-4 of this circular
“Proposed Repurchase Mandate”	a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 4(B) of the notice of AGM as set out in pages AGM-1 to AGM-4 of this circular
“Repurchase Mandate”	a general mandate authorizing the Directors to repurchase the shares of the Company on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at 30 June 2022, being the date on which such repurchase mandate was granted by Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company or if there is a subsequent subdivision or consolidation of the share capital of the Company, shares forming part of the equity share capital of the Company after such subdivision or consolidation
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

All times and dates referred to in this circular refer to Hong Kong local times and dates.

LETTER FROM THE BOARD



HONG WEI (ASIA) HOLDINGS COMPANY LIMITED

鴻偉(亞洲)控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

Executive Directors:

Mr. Wong Cheung Lok (*Chairman*)

Mr. Liu Jiayong

Mr. Wong Kin Ching

Mr. Chu Hin Ming Alfonso

Registered Office:

Unit 603, 6/F,

Tower 1, Admiralty Centre,

18 Harcourt Road,

Admiralty,

Hong Kong

Independent non-executive Directors:

Ms. Qian Xiaoyu

Mr. Cheung Wai Yin Wilson

Mr. Guo Ensheng

10 May 2024

To the Shareholders

Dear Sirs or Madams,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of:

- (i) the grant of the Proposed Issue Mandate to the Directors;
- (ii) the grant of the Proposed Repurchase Mandate to the Directors;
- (iii) the grant of the Proposed Extension Mandate to the Directors; and
- (iv) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

On 30 June 2022, resolutions were passed by Shareholders for the grant of the Issue Mandate and the Repurchase Mandate, and all of the above aforesaid mandates have expired.

As at the Latest Practicable Date, the Company had 52,656,186 Shares in issue.

(a) Proposed Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Issue Mandate, which if granted, will allow the Directors to allot, issue and deal with further Shares up to 20% of the total number of Shares in issue as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 10,531,237 Shares. The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so. As of the Latest Practicable Date, there was no present intention to issue any Shares pursuant to the Proposed Issue Mandate if it is granted by the Shareholders at the AGM.

(b) Proposed Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the grant of the Proposed Repurchase Mandate, which if granted, will allow the Directors to exercise all the powers of the Company to repurchase on the Stock Exchange its own Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 5,265,618 Shares. As of the Latest Practicable Date, there was no present intention for any repurchase of Shares pursuant to the Proposed Repurchase Mandate if it is granted by the Shareholders at the AGM.

(c) Proposed Extension Mandate

An ordinary resolution will be proposed at the AGM to approve the extension of the Proposed Issue Mandate to include the total number of such Shares (if any) repurchased under the Proposed Repurchase Mandate provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate will continue to be in force until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company immediately after the AGM;

LETTER FROM THE BOARD

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under the corresponding resolution as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the GEM Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular. Neither the explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises seven Directors, namely Mr. Wong Cheung Lok, Mr. Liu Jiayong, Mr. Wong Kin Ching, Mr. Chu Hin Ming Alfonso, Ms. Qian Xiaoyu, Mr. Cheung Wai Yin Wilson and Mr. Guo Ensheng.

In accordance with Article 100 of the Articles of the Company, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

In accordance with Article 120 of the Articles of the Company provides that, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Pursuant to Article 100, the newly appointed Directors shall not be counted when determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Wong Cheung Lok, Ms. Qian Xiaoyu, Mr. Chu Hin Ming Alfonso, Mr. Cheung Wai Yin Wilson and Mr. Guo Ensheng shall retire at the AGM and being eligible, would offer themselves for re-election.

Brief biographical details of the retiring Directors who would offer themselves for re-election are set out in Appendix II to this circular.

AGM

The AGM will be held at Unit 603, 6/F., Admiralty Centre, Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 14 June 2024 at 11:00 a.m. The AGM Notice is set out on pages AGM-1 to AGM-4 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event not less than 48 hours before the time appointed for holding the AGM (i.e., not later than 11:00 a.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 June 2024. Shareholders whose names appear on the Company's register of members on Friday, 14 June 2024 will be eligible to attend and vote at the AGM.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 17.47(4) of the GEM Listing Rules) to be voted on by a show of hands.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of these resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Wong Cheung Lok
Chairman

This Appendix contains information required under Rule 13.08 of the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate. Neither this explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

1. SHAREHOLDERS' APPROVAL

All proposed repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the directors of the company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 52,656,186 Shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 5,265,618 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting ("**Proposed Repurchase Period**").

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved at the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings of the Company per Share.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of Hong Kong.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 December 2023 in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on GEM during each of the previous 12 calendar months prior to the Latest Practicable Date:

Month	Trading price per Share	
	Highest (HK\$)	Lowest (HK\$)
2023		
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
2024		
January	N/A	N/A
February	N/A	N/A
March	N/A	N/A
April	0.46	0.19
May (up to the Latest Practicable Date)	0.26	0.20

Note: Trading in the Shares on the Stock Exchange has been suspended during the period between 3 April 2023 to 15 April 2024.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Proposed Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws in Hong Kong.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

None of the core connected persons of the Company has notified the Company that he or she has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Company is authorized to make purchases of the Shares.

8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, (i) Mr. Wong Cheung Lok held voting rights in an aggregate of 21,500,000 Shares, representing approximately 40.83% of the total number of Shares in issue; and (ii) Mr. Wong Kin Ching held voting rights in an aggregate of 18,600 Shares, representing approximately 0.04% of the total number of Share in issue. These Shares would represent approximately 45.41% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full and assuming there is no change to the shareholding of the above Shareholders and no new Share will be issued during the Proposed Repurchase Period. To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will not result in the above Shareholders becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the number of Shares held by the public being reduced to less than 25% of the total number of issued shares of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

The brief biographical details of the Directors eligible for re-election at the AGM are set out below.

Mr. Wong Cheung Lok

Mr. Wong Cheung Lok (“**Mr. Wong**”), aged 62, is the chairman of the Board, Chief Executive Officer of the Group and an executive Director. Mr. Wong is also the chairman of the nomination committee and a member of the remuneration committee of the Board of the Company. Mr. Wong founded our Group with Ms. Cheung Ngar Kwan (“**Mrs. Wong**”) in 2003. Mr. Wong was appointed as a Director on 28 May 2012 and was designated as an executive Director on 13 December 2013. Mr. Wong is primarily responsible for the overall strategic planning and corporate management of our Group. Mr. Wong has approximately 26 years of experience in the wood-based panel industry which dates back to 1993 when he founded 漳州鴻偉木業有限公司 (Zhangzhou Hongwei Woods Industry Co., Ltd.). In May 2003, Mr. Wong founded 鴻偉木業(仁化)有限公司 (Hongwei Wooden Products (Renhua) Co. Ltd.), the main operating subsidiary of our Group, and was the chairman, general manager and the legal representative of Hongwei (Renhua). In June 2012, Mr. Wong established the Company. Mr. Wong is currently a vice chairman (副主任委員) of Wood-Based Panel Professional Committee (人造板專業委員會) of Guangdong Forestry Industry Association (廣東省林業產業協會), a standing director (常務理事) of Fujian Forest Products Industry Association (福建省林產品行業協會).

Mr. Wong Kin Ching, an executive Director, is a son of Mr. Wong.

As at the Latest Practicable Date, save for his beneficial interest in 21,500,000 shares in the Company, Mr. Wong has no other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Pursuant to the terms of the service contract entered into between the Company and Mr. Wong, Mr. Wong’s term of appointment as an executive Director is 3 years with effect from 9 December 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association, and his basic annual emolument is HKD360,000, which has been determined by the Board with reference to his qualification, experience, responsibilities to be undertaken, and the prevailing market level of remuneration of similar position. Either the Company or Mr. Wong may terminate the said service contract by giving not less than three months’ notice in writing to the other.

Mr. Chu Hin Ming Alfonso

Mr. Chu Hin Ming Alfonso (“**Mr. Chu**”), aged 66, was appointed as an executive Director on 26 August 2022. Mr. Chu received a Master of Business Administration degree from the University of East Asia and is a fellow member of both Royal Institute of Chartered Surveyors and the Chartered Institute of Building of United Kingdom. Mr. Chu is a seasoned real estate professional who has been practising in the Asia Pacific Region for almost four decades. Apart from construction project management, facilities management, property development services to local corporations and multi-national corporations, Mr. Chu also participates in real estate capital markets operations which included pre-IPO advisory to major PRC property developers. Mr. Chu is actively engaged in providing financing, asset and wealth management services to corporations and high net worth clients including pre-IPO advisory, debt/bond issuance, personal

wealth administration, insurance and estates planning, etc., in Greater China Region. In 2019, Mr. Chu co-founded Bisan Fund Management Pty Ltd, a licenced asset management corporation which is principally engaged in capital markets operations in Sydney.

Mr. Chu has entered into a service agreement with the Company as an executive Director for an initial term of three years commencing from 26 August 2022 and will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Company's articles of association. Pursuant to the terms of the service agreement, the annual remuneration of Mr. Chu as an executive Director is HK\$240,000 per annum, which has been determined based on his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company.

Ms. Qian Xiaoyu

Ms. Qian Xiaoyu ("**Ms. Qian**"), aged 70, was appointed as an independent non-executive Director on 13 December 2013. Ms. Qian is also a member of the audit committee of the Board of the Company. Ms. Qian has accumulated over 31 years of experience in the forestry industry in the PRC. Ms. Qian has served in China National Forest Products Industry Corporation (中國林產工業公司) from 1989 to 2014. She is currently a vice chairman of China National Forest Product Industry Association (中國林產工業協會). Ms. Qian holds a bachelor degree in engineering from Central South University of Forestry (中南林學院) (now known as Central South University of Forestry and Technology (中南林業科技大學)). In March and July 1996, Ms. Qian obtained a diploma in corporate operation and management from the College of Continuing Education under Beijing Normal University (北京師範大學繼續教育學院) and a diploma in law from China Women's University (中華女子學院) respectively. Ms. Qian has been qualified as a professor-level senior engineer (教授級高級工程師) by the Professional Qualification Evaluation Office of the State Forestry Administration of the PRC (國家林業局專業技術資格評定辦公室) since December 2005. In October 2006, she was appointed as a member of the Adjudication Committee of the Qualification of Specialty and Technology in Engineering by the State Forestry Administration of the PRC (國家林業局工程系列專業技術資格評審委員會委員). In February 2011, Ms. Qian has been awarded as "Person of the Year of China Forestry Industry of 2010" (2010年中國林業產業年度人物) by China Green Times (中國綠色時報社). In February 2014, been awarded with the "Award on Outstanding Contribution of China National Forest Product Industry" (中國林業產業突出貢獻獎) by the State Forestry Administration Bureau (國家林業局) and the National Committee of China Agricultural, Forestry and Water Conservancy Committee (中國農林水利工會全國委員會), and "Honorary Achievement Award in China National Forest Product Industry" (中國林產工業終身榮譽獎) in December of the same year by the China Forest Products Industry Association (中國林產工業協會) and awarded as "Person of 30 Years Meritorious Service in China Wood Industry" (中國木業30年功勳人物) in May 2015 by the China Wood and Wood Products Circulation Association (中國木材與木製品流通協會). In November 2016, Ms. Qian has been elected as executive chairman of "China's Domestic Industry Green Supply Chain Alliance" (中國家居產業綠色供應鏈聯盟).

Pursuant to the terms of the service contract entered into between the Company and Ms. Qian, Ms. Qian's term of appointment as an independent non-executive Director is 3 years with effect from 9 December 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association, and her basic annual emolument is HKD120,000, which was determined by the Board with reference to her qualification, experience, responsibilities to be

undertaken, and the prevailing market level of remuneration of similar position. Either the Company or Ms. Qian may terminate the said service contract by giving not less than three months' prior notice in writing to the other.

Mr. Cheung Wai Yin Wilson

Mr. Cheung Wai Yin Wilson (“**Mr. Cheung**”), aged 53, was appointed as an independent non-executive Director on 6 October 2023. He is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Board of the Company. Mr. Cheung has over 27 years of experience in the field of audit, business development, corporate finance and financial management. He is currently an independent non-executive director of Truly International Holdings Limited, a company listed on the Stock Exchange (stock code: 732). He was an executive director from August 2012 to March 2023 and the chairman and chief executive officer from August 2012 to August 2020 of Noiz Group Limited, a company listed on the Stock Exchange (stock code: 8163). Mr. Cheung is a member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accounts and Hong Kong Securities and Investment Institute. He holds a Master of Science degree in Financial Engineering from City University of Hong Kong and Bachelor degrees in Arts and Administrative Studies from York University, Canada.

Mr. Cheung has entered into a service agreement with the Company for a term of two years commencing on 6 October 2023 and shall continue thereafter, subject to retirement by rotation and reelection in accordance with the articles of association of the Company. Mr. Cheung is entitled to a director's fee of HK\$150,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Mr. Guo Ensheng

Mr. Guo Ensheng (“**Mr. Guo**”), aged 48, was appointed as an independent non-executive Director on 6 October 2023. He is also the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Board of the Company. Mr. Guo holds a master's degree of marketing management and a bachelor's degree of philosophy from Xiamen University. He has over 17 years of experience in the field of operation and corporate management and has worked as a contracted lecturer in numerous corporate management and consulting companies in the People's Republic of China. He worked as the marketing manager and an assistant to the chief executive officer in Vedan International (Holdings) Limited and an assistant to the chairman of the board of Fuxing China Group Limited.

Mr. Guo has entered into a service agreement with the Company for a term of two years commencing on 6 October 2023 and shall continue thereafter, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Guo is entitled to a director's fee of HK\$120,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, none of the above Directors (i) hold any other positions in the Group; (ii) hold any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date; (iii) have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of the above Directors nor is there any other information required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

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HONG WEI (ASIA) HOLDINGS COMPANY LIMITED

鴻偉(亞洲)控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 8191)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of Hong Wei (Asia) Holdings Company Limited (the “**Company**”) will be held at Unit 603, 6/F., Admiralty Centre, Tower 1, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 14 June 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. (a) To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**”) and the report of the independent auditor of the Company for the year ended 31 December 2022; and

(b) To receive and adopt the audited consolidated financial statements, the report of the Directors and the report of the independent auditor of the Company for the year ended 31 December 2023;
2. (A) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration;

(B) To re-elect Mr. Wong Cheung Lok as an executive Director;

(C) To re-elect Mr. Chu Hin Ming Alfonso as an executive Director;

(D) To re-elect Ms. Qian Xiaoyu as an independent non-executive Director;

(E) To re-elect Mr. Cheung Wai Yin Wilson as an independent non-executive Director; and

(F) To re-elect Mr. Guo Ensheng as an independent non-executive Director;
3. To consider and approve the re-appointment of Messrs. McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorize the Board to fix the auditor’s remuneration;
4. To consider and, if thought fit, to pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

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(A) “THAT

- (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of the Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the “**Shares**”) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the total number of Share allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

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“Rights Issue” means the allotment, issue, or grant of Shares pursuant to an offer of Shares of the Company open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT**

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws of Hong Kong and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

- (C) **“THAT** conditional upon ordinary resolutions no. 4(A) and 4(B) above being passed, the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution no. 4(B) above shall be added to

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the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 4(A) above.”

By order of the Board
Hong Wei (Asia) Holdings Company Limited
Wong Cheung Lok
Chairman

Hong Kong, 10 May 2024

Notes:

- (i) Shareholders entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e., not later than 11:00 a.m. on Wednesday, 12 June 2024) or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (v) For the purpose to determine the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 7 June 2024.

As at the date of this notice, the executive Directors are Mr. Wong Cheung Lok, Mr. Liu Jiayong, Mr. Wong Kin Ching and Mr. Chu Hin Ming Alfonso and the independent non-executive Directors are Ms. Qian Xiaoyu, Mr. Cheung Wai Yin Wilson and Mr. Guo Ensheng.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the website of the Stock Exchange (www.hkexnews.hk) for at least seven days from the day of its posting. This notice will also be published on the Company's website at www.hongweiasia.com.